

EXHIBIT C



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INVOICE

July 21, 2009

Constantine Cannon LLP
450 Lexington Avenue, 17th Floor
New York, NY 10017

Attention: Robert Begleiter, Esq.
Partner

RE: MC Settlement Trust

Dear Mr. Begleiter:

Below are the wiring instructions for our Break-up Fee in the amount of \$1,420,000 and our out-of-pocket expenses in the amount of \$1,826 for a total of \$1,421,826 (pursuant to the agency agreement executed on January 12, 2009) in conjunction with the above referenced transaction.

PLEASE INFORM US ON THE DAY THAT THE PAYMENT IS MADE SO THAT WE CAN ALERT OUR PROCESSING DEPARTMENT.

Wire Instructions:

ABA: 021000018
Bank of New York
Acct #: GLA111569
Acct Name: BWZ
Attn: Jim Beckenhaupt/Cash Management
Ref: MC Settlement Trust Private Placement

Thank you for the opportunity to assist you on this transaction. It was a pleasure working with you.

Kind regards,

A handwritten signature in black ink, appearing to read "Marc Alldridge".

Marc Alldridge
Director, Private Capital Markets